

Document Number Only

A96000001169

65 JUN 19 4 35 PM '96

CP CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

Sandestin Hilton, Ltd.

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership (domestic)
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name Filing
- CUS
- After 4:30
- Pick Up

Name	
Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.F. Verifier	

6/19/96

96 JUN 19 PM 1:37

SECRETARY OF STATE

CERTIFICATE OF LIMITED PARTNERSHIP
OF
SANDESTIN HILTON, LTD.

RECEIVED
JUN 17 1996
OFFICE OF THE
CLERK OF THE
COURT

Pursuant to the § 620.108 of the Florida Revised Uniform Limited Partnership Act of 1976, the undersigned general partner hereby executes this Certificate of Limited Partnership:

1. The name of the limited partnership is: Sandestin Hilton, Ltd.
2. The address of the office for service of process required to be maintained by § 620.105 is: **4000 Sandestin Blvd., Destin, Florida 32541**; and the name of the registered agent at such address for service of process is **Brenda Lloyd, 4000 Sandestin Blvd., Destin, Florida 32541.**
3. The name and business address of the general partner of the limited partnership is **SH General Partner, Inc., 4000 Sandestin Blvd., Destin, Florida 32541.**
19666652365
4. The mailing address for the limited partnership is: **4000 Sandestin Blvd., Destin, Florida 32541.**

IN WITNESS WHEREOF, the undersigned, as General Partner of the Partnership, has executed this Certificate of Limited Partnership this 17th day of June, 1996.

SANDESTIN HILTON, LTD.

By: **SH GENERAL PARTNER, INC.,**
General Partner

By: *[Signature]*
Title: *Attorney in fact.*

**AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR FLORIDA LIMITED PARTNERSHIP**

RECORDED
1996 JUL 18 PM 1:31
STATE OF FLORIDA
DEPARTMENT OF REVENUE

The undersigned constituting all of the general partners of Sandestin Hilton, Ltd. certify:

The amount of capital contributions to date of the limited partner is \$1,000.00.

The total amount contributed and anticipated to be contributed by the limited partner at this time totals \$1,000.00.

Signed this 30th day of April, 1996.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I (we) declare that I (we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

SII General Partner, Inc., General Partner

By:

Riz Keralt

Title:

Attorney in fact

196-1169

CT Corp.
 Requestor's Name
 906 Olive Street
 Address
 St. Louis, MO 63101
 City/State/Zip Phone #

RECEIVED 12/21/57
 -03/31/57- 01032--002
 *****52.50 *****52.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Sandestin Hilton, Ltd.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

FILED
 12/21/57
 11:30 AM '57
 MISSOURI
 STATE DEPARTMENT OF REVENUE

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

196-1169

Name Availability	RE 4-3
Document Examiner	RE
Updater	RE
Updater Verifier	RE
Acknowledgment	RE
W. P. Verifier	RE

Examiner's Initials	
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CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF
SANDESTIN HILTON, LTD.

Pursuant to the provisions of section 620.109, Florida Statutes, this Florida Limited Partnership, whose certificate was filed with the Florida Department of State on June 19, 1996, adopts the following certificate of amendment to its certificate of limited partnership:

First: Amendment:

Article 1 of the Certificate of Limited Partnership is amended to read as follows:

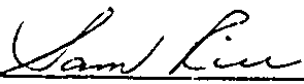
1. The name of the limited partnership is: Sundestin Beach Hotel, Ltd.

Second: This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

Third: Signature of current general partner:

General Partner

S.H. GENERAL PARTNER, INC.

By: 
Sam Rice, President

FILED
07 MAR 31 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA